

25th August, 2017



<p>The Manager Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, Bandra - Kurla Complex, Bandra (E) Mumbai - 400051 Tel. No.: 022-26598100`14 Fax No.: 022-26598273-38</p> <p>Scrip Code: LIBERTSHOE ISIN No. : INE 557B01019</p>	<p>The Manager Listing Department Bombay Stock Exchange Ltd. Phiroza Jeejeebhoy Towers, Dalal Street Mumbai – 400001 Tel: 022 – 22722375, 2066 Fax : 022 – 22722037, 39, 41,61</p> <p>Scrip Code: 526596 ISIN No. : INE 557B01019</p>
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Sub: 31st Annual General Meeting ('AGM') Voting results

Reg: Compliance with the provisions of Regulations 30, 34 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Compliance Officer: Munish Kakra (CFO & Company Secretary)

Contact Address: Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail, P. O. Bastara, Distt. Karnal 132114 (Haryana), Ph. 01748 – 251101 – 03, 9313601387

Dear Sir/Madam

This is with reference to our earlier letter dated 25th May, 2017 in respect of Notice of 31st Annual General Meeting etc., we would like to inform you that the 31st Annual General Meeting of the Company convened on Thursday, 24th August, 2017 at 11:00 A.M.at the Registered office of the Company, have transacted the business mentioned in the Notice dated 25th May, 2017.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Para A of Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I**
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II**.
- (3) Scrutinizers' Report on remote e-voting and poll conducted at AGM of the Company as **Annexure III**.
- (4) Annual Report for the financial year 2016-17 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members in the AGM as **Annexure-IV**.



Liberty Shoes Ltd.

Corporate Office : Building No. 8, Tower-B, 2nd Floor, DLF Cyber Citi, Phase-II, Gurgaon-122 002, Haryana, India
Tel.: +91-124-4616200, 3856200 Fax: +91-124-4616222, E-mail: mail@libertyshoes.com www.liberty.in

Registered Office: Libertypuram, 13th Milestone, G.T.Karnal Road, P.O. Bastara, Distt. Karnal-132 114, Haryana (India)
Tel.: +91-1748-251101~3 Fax : +91-1748-251100, E-mail: lpm@libertyshoes.com



The above are also being uploaded on the website of the Company www.libertyshoes.com



The above AGM concluded at 2:00 P.M. on same date.

Please take the above information on your records and acknowledge the receipt of the same.

Thanking you

Sincerely yours

For **Liberty Shoes Ltd.**

Munish Kakra

CFO & Company Secretary

Encl. a/a

Sukesh GuptaChartered Accountants
(Membership No 514675)Indian Bank Building
G T Road, PANIPAT
Ph : 0180- 4007774, 2634173
Fax : 0180-2646198**SCRUTINIZERS' REPORT ON REMOTE E-VOTING AND POLL PROCESS FOR 31ST ANNUAL GENERAL MEETING OF LIBERTY SHOES LIMITED HELD ON THURSDAY 24TH AUGUST, 2017 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY**

(Section 108 of the Companies Act read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and any amendment thereof including Companies (Management & Administration), Amendment Rules, 2015)

REPORT OF SCRUTINIZER24th August, 2017

To
The Chairman
Liberty Shoes Ltd.
Libertypuram, 13th Milestone, G.T Karnal Road, Kutail, P.O Bastara,
Distt.Karnal-132114
Haryana

Sub: SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND POLL CONDUCTED AT THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY

I, Sukesh Gupta, Chartered Accountant, Partner of M/s Pardeep Tayal & Co.(Chartered Accountants), Panipat (Haryana), appointed as Scrutinizer by the Board of Directors of M/s. Liberty Shoes Ltd.("the Company") vide board resolution passed on 25th May, 2017 for the purpose of scrutinizing remote E-voting and Poll on the below mentioned resolutions(s), for 31st Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Thursday, 24th August, 2017 at 11:00 A.M. at the Registered Office of the Company, submit my report as under:

1. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under vide Companies (Management & Administration) Rules, 2014 and any amendment thereof including Companies (Management and Administration), Amendment Rules, 2015, Companies listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), are required to provide remote e-voting facility to their shareholders on all resolutions to be passed at General Meeting or through Ballot Papers. Hence the Company has provided the above voting facilities to its shareholders through remote e-voting facilitated by CDSL to cast their votes on the resolutions mentioned in the notice of the Annual General Meeting dated 25th May, 2017. The Remote E-voting was commenced on Sunday, 20th August, 2017 at 9:00 a.m. and ends on Wednesday, 23rd August, 2017 at 5:00 p.m.
2. The members of the Company whose name appear in the Register of Members as on close of business hours of Thursday, 17th August, 2017 were entitled to vote on the resolutions (as set out in the notice of 31st Annual General Meeting of the Company). The electronic votes cast were taken into account and at the end of said voting period, the e-voting platform provided by CDSL was blocked for voting. I have also received the Ballot paper from the shareholders who have duly cast their votes for the respective resolutions in the poll conducted at AGM. Immediately



after the conclusion of voting at the AGM, first I have counted the votes cast at the meeting, thereafter unblocked the votes cast through remote-e voting.

3. The votes cast were unblocked on 24th August, 2017 in the presence of two witnesses Mr Rahul Khanna and Mr Dev who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

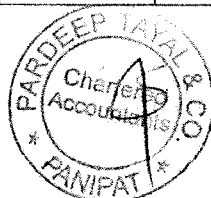
Rahul Khanna
a. Name: Mr. Rahul Khanna
Signature:

Dev
b. Name: Mr Dev
Signature:

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or Client ID of the Shareholders, numbers of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of list of shares with differential voting rights.

The details containing, inter alia, list of Equity Shareholders, who voted FOR or AGAINST each of the resolution put to vote, were generated from the e-voting website of CDSL, the consolidated result of Remote E- voting and Poll conducted at AGM are as under:

Sr. No	Subject Matter (as set out in the Notice to the 31 st AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes
1.a	To receive, consider and adopt: A) the Audited Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon. B) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Auditors thereon.	E-Voting	8858094	0	0
		Poll at AGM	568469	0	0
		Total	9426563	0	0



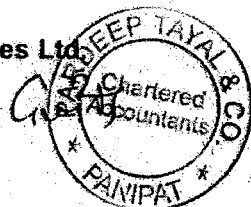
2. a.	To appoint a Director in place of Sh. Adesh Kumar Gupta (DIN - 00143192), who retires by rotation and being eligible, offers himself for re-appointment.	E-Voting	8858094	0	0
		Poll at AGM	568469	0	0
		Total	9426563	0	0
b.	To appoint a Director in place of Sh. Shammi Bansal (DIN - 00138792), who retires by rotation and being eligible, offers himself for re-appointment.	E-Voting	8858094	0	0
		Poll at AGM	568469	0	0
		Total	9426563	0	0
3.	Appointment of Statutory Auditors of the Company To appoint M/s U. Shanker & Associates, Chartered Accountants as Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s Pardeep Tayal & Co., Chartered Accountants.	E-Voting	8858094	0	0
		Poll at AGM	568469	0	0
		Total	9426563	0	0

Based on the foregoing, the above Resolution Nos. 1 to 3 of 31st Annual General Meeting held on 24th August, 2017 at the registered office of the Company at Libertypuram, Karnal shall be deemed to have been passed with the requisite majority of shareholders.

Thanking you
Yours Faithfully

For Liberty Shoes Ltd

Sukesh Gupta



Sukesh Gupta
Chartered Accountant
[Scrutinizer for Remote E-Voting
And AGM Poll Process]
Membership No. 514675

Date: 24th August, 2017
Place: Libertypuram, Karnal

For LIBERTY SHOES LTD

Adesh Kumar Gupta

Director/Auth. Sign

Adesh Kumar Gupta
Chairman of the Meeting

Sukesh Gupta

Chartered Accountants
(Membership No 514675)

Indian Bank Building
G T Road, PANIPAT
Ph : 0180- 4007774, 2634173
Fax : 0180-2646198

FORM No.MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,

31st Annual General Meeting of the Equity Shareholders
of Liberty Shoes Ltd., held on Monday, 24th August, 2017
at Libertypuram, 13th Milestone, G.T. Karnal road, Kutail, P.O. Bastara, Dist. Karnal-
132114, Haryana.

Dear Sir,

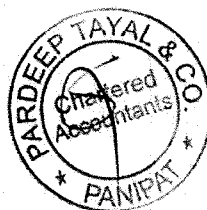
I, Sukesh Gupta, Chartered Accountant, Partner of Pardeep Tayal & Co. (Chartered Accountants) Panipat (Haryana), appointed by the Board of Directors of the Company as Scrutinizer, for conducting poll at the 31st Annual General Meeting of the Equity Shareholders of Liberty Shoes Ltd. held on Thursday, 24th August, 2017 submit my report as under:

1. After the time fixed for closing of the poll by Sh. Adesh Kumar Gupta, Chairman of the Meeting, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations /proxies lodged with the Company.
3. The Result of Poll is as under:

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Auditors thereon.



(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
65	568469	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 2- Appointment of Directors

a) To appoint a Director in place of Sh. Adesh Kumar Gupta (DIN - 00143192), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
65	568469	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

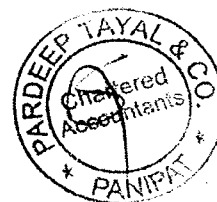
(iii) Invalid Votes:

Total number of members(in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) To appoint a Director in place of Sh. Shammi Bansal (DIN - 00138792), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
65	568469	100%



(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 3- Appointment of Statutory Auditors of the Company

To appoint M/s U. Shanker & Associates, Chartered Accountants as Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s Pardeep Tayal & Co., Chartered Accountants.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
65	568469	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

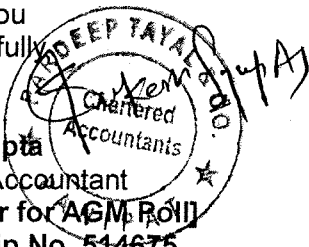
(iii) Invalid Votes:

Total number of members(in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. The poll papers and all other records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You
Yours Faithfully

Sukesh Gupta
Chartered Accountant
[Scrutinizer for AGM Roll]
Membership No. 514675



Date: 24th August, 2017
Place: Libertypuram , Karnal